

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<hr/> In re: VANGUARD NATURAL RESOURCES, LLC, <i>et al.</i> , ¹ <div style="text-align: right;">Debtors.</div> <hr/>	§ § § § § § §	Chapter 11 Case No. 17-30560 (MI) (Joint Administration Requested) (Emergency Hearing Requested)
--	---------------------------------	---

DEBTORS' WITNESS AND EXHIBIT LIST FOR FEBRUARY 2, 2017 HEARING

The above-captioned debtors and debtors in possession (collectively, "Vanguard" or the "Debtors"), file their Witness and Exhibit List for the hearing to be held on February 2, 2017 at 4:00 p.m., Central Time (or as such hearing may be continued or rescheduled, the "Hearing").

EXHIBITS

Vanguard may offer into evidence any one or more of the following exhibits at the Hearing:

Ex. #	Description	Offered	Objection	Admitted / Not admitted	Disposition
1.	Declaration of Richard A. Robert, Chief Financial Officer of Vanguard Natural Resources, LLC in Support of Chapter 11 Petitions and First Day Motions				
2.	Corporate Organizational Structure Chart				

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Vanguard Natural Resources, LLC (1161); Eagle Rock Acquisition Partnership, L.P. (6706); Eagle Rock Acquisition Partnership II, L.P. (0903); Eagle Rock Energy Acquisition Co., Inc. (4564); Eagle Rock Energy Acquisition Co. II, Inc. (3364); Eagle Rock Upstream Development Company, Inc. (0113); Eagle Rock Upstream Development Company II, Inc. (7453); Encore Clear Fork Pipeline LLC (2032); Escambia Asset Co. LLC (3869); Escambia Operating Co. LLC (2000); Vanguard Natural Gas, LLC (1004); Vanguard Operating, LLC (9331); VNR Finance Corp. (1494); and VNR Holdings, LLC (6371). The location of the Debtors' service address is: 5847 San Felipe, Suite 3000, Houston, Texas 77057.

3.	Restructuring Support Agreement				
4.	Debtor-in-Possession Credit Agreement				
5.	Initial DIP Budget				
6.	Declaration of Daniel M. Aronson				
7.	List of Bank Accounts				
8.	Bank Account Schematic				
9.	List of Taxing Authorities				
10.	Utility Services List				
11.	Schedule of Insurance Policies				
12.	Schedule of Surety Bonds				
13.	Notice of Commencement				
14.	Declaration of Michael J. Frishberg				
15.	Prime Clerk LLC Engagement Agreement				
16.	Affidavit of Service of First Day Matters				
17.	Any exhibit introduced by any other party				
18.	Rebuttal exhibits as necessary				

[remainder of page intentionally left blank]

WITNESSES

Vanguard may call any of the following witnesses at the hearing, whether in person or by proffer. Vanguard reserves the right to call rebuttal witnesses as necessary. Vanguard also reserves the right to cross-examine any witness called by any other party.

1. Richard A. Robert, Chief Financial Officer of Vanguard Natural Resources, LLC;
2. Daniel M. Aronson, Senior Managing Director at Evercore Group L.L.C.
3. Any witnesses necessary to authenticate a document;
4. Any witnesses called or designated by another party; and
5. Any witnesses necessary to rebut the evidence or testimony of any witness offered or designated by another party.

Dated: February 2, 2017

Respectfully Submitted,

/s/ James T. Grogan

Chris L. Dickerson, Esq. (*pro hac vice* requested)
Todd M. Schwartz, Esq. (*pro hac vice* requested)
71 South Wacker Drive, Suite 4500
Chicago, Illinois 60606
Telephone: (312) 499-6000
Facsimile: (312) 499-6100

- and -

James T. Grogan, Esq. (Tex. Bar No. 24027354)
Danny Newman, Esq. (Tex. Bar No. 24092896)
600 Travis St., 58th Floor
Houston, Texas 77002
Telephone: (713) 860-7300
Facsimile: (713) 353-2801

Proposed Counsel to Vanguard

CERTIFICATE OF SERVICE

I certify that on February 2, 2017, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ James T. Grogan

James T. Grogan